

L030000031083

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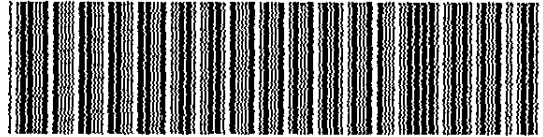
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

BK

608.411



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 220223 4814233

AUTHORIZATION :

Patricia Pizulo

COST LIMIT : \$ 25.00

ORDER DATE : August 26, 2003

ORDER TIME : 9:26 AM

ORDER NO. : 220223-005

CUSTOMER NO: 4814233

CUSTOMER: Ms. Valerie Diamond
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree St, Northeast
Atlanta, GA 30326

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FILING OFFICE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: THE PALMS AT MARSH LANDING,
LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THE PALMS AT MARSH LANDING, LLC**

(Filed in accordance with Chapter 608.411, F.S.)

WHEREAS, the Articles of Organization of The Palms at Marsh Landing, LLC (the "Company") were filed on August 20, 2003 with the Florida Department of State under document number L03000031083; and

WHEREAS, the sole member of the Company desires to amend and restate said Articles of Organization;

NOW THEREFORE, the undersigned hereby amends and restates the Articles of Organization of the Company as follows:

ARTICLE I – Name

The name of the Limited Liability Company is **THE PALMS AT MARSH LANDING, LLC** (the "Company").

ARTICLE II – Address

The mailing address and street address of the principal office of the Company is: c/o Julian LeCraw & Company, Inc., 100 Atlanta Technology Center, Suite 200, 1575 Northside Drive, N.W., Atlanta, Georgia 30319.

ARTICLE III – Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Operating Agreement or Florida law.

ARTICLE IV – Management

The Company will be managed by a manager (the "Manager") and is, therefore, a manager-managed company. The Manager shall be designated by the members in the manner prescribed by and provided for in the Operating Agreement of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Operating Agreement of the Company. The name and address of the Manager who is to serve until its successor is otherwise designated is as follows:

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JLC Suncoast Realty, LLC
c/o Julian LeCraw & Company, Inc.
100 Atlanta Technology Center, Suite 200
1575 Northside Drive, NW
Atlanta, Georgia 30319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V – Admission of Additional Members

Additional members may be admitted and the terms and conditions of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI – Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VII – Registered Agent and Office

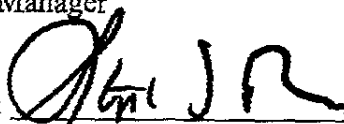
The street address of the Corporation's registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida, and the name of its registered agent at such office is **CORPORATION SERVICE COMPANY**.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of the 26th day of August, 2003

GEREE SUNCOAST, LLC, its sole Member

By: **LECRAW SUNCOAST INVESTORS, LLC**,
its Manager

By: **JLC SUNCOAST REALTY, LLC**,
its Manager

By: 
Name: Stephen D. Broome
Title: Manager